

SUNDARAM BRAKE LININGS LIMITED

Padi, Chennai - 600 050, India.



Telephone: 73580 33474

E-mail : sbl@tvssbl.com

Website : www.tvbrakelinings.com

PAN : AADCS4888E

Sec1/ 47th AGM
August 11, 2021

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, "G" Block Bandra Kurla Complex Bandra (East), Mumbai-400 051 Scrip Code: SUNDRMBRAK	BSE Limited Floor 25, P J Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 590072
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Dear Sir,


Sub: Intimation on proceedings of 47th Annual General Meeting

Pursuant to Regulation 30 Part-A of Schedule III of SEBI (LODR) Regulations, 2015 we enclose herewith the proceedings of 47th Annual General Meeting (AGM) of the Company held today i.e Wednesday, 11th August, 2021 at 10.01 AM IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

This is for your information and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED


S. Ramabadrán

Chief Financial Officer & Company Secretary



MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : Padi, Chennai - 600 050. India.

CIN : L34300TN1974PLC006703

SUMMARY OF PROCEEDINGS OF
FORTY SEVENTH ANNUAL GENERAL MEETING

The 47th Annual General Meeting (AGM) of the Members of Sundaram Brake Linings Limited ('the Company') was held on Wednesday, August 11, 2021 at 10. 01AM IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circular number 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th Jan, 2021 issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

PRESENT

- | | |
|---------------------------|---|
| Mr. K S D Sambasivam | - Independent Director (over VC from Chennai)
Chairman, Stakeholders' Relationship Committee
Representative of Chairman of Nomination &
Remuneration Committee |
| Ms. Sandhya Subramanyam | - Independent Director (over VC from Chennai)
Representative of Chairman of Audit Committee |
| Ms. Shobhana Ramachandran | - Director (over VC from Madurai) |
| Mr. Krishna Mahesh | - Managing Director (over VC from Chennai) |
| Mr. S Ramabadran | - CFO & Company Secretary (over VC from Chennai) |

OTHER REPRESENTATIVES:

- | | |
|----------------------|--|
| Mr. K Jitendra Kumar | - M/s. Brahmayya & Co, Statutory Auditors
(over VC from Chennai) |
| Mr. Ravi Sankar | - M/s. Brahmayya & Co, Statutory Auditors
(over VC from Chennai) |
| Mr. V Suresh | - V Suresh Associates
Secretarial Auditors (over VC from Chennai) |

A total of 51 members attended the meeting. The meeting commenced at 10.01 A.M.

Mr. S. Ramabadran informed the members that the Directors have elected Mr. Krishna Mahesh, Managing Director to chair the 47th AGM.

Mr. S Ramabadran, CFO & CS requested Mr. Krishna Mahesh, Managing Director to Chair the meeting.

Mr. Krishna Mahesh, Managing Director Chaired the Meeting.

After confirmation by CFO&CS that the requisite quorum for the meeting was present, Chairman called the meeting to order.



Chairman of the Meeting welcomed the members to the Forty Seventh Annual General Meeting of the Company.

Chairman informed that the Notice convening the 47th Annual General Meeting of the company was circulated already along with the Annual Report to the shareholders and the same be taken as read.

The Chairman informed the members, that the Statutory Auditors' Report being unqualified, is not required to be read as per the provisions of Section 145 of the Companies Act, 2013.

Chairman informed that the shareholders who have not voted through Remote e-Voting may cast their vote through the e-voting facility available at the AGM. The said e-Voting facility will be available for fifteen Minutes after the conclusion of the AGM and will be disabled thereafter by NSDL.

Chairman then delivered his speech.

Chairman informed that no shareholder has registered as speaker shareholder with the company for this 47th AGM. However, Chairman answered the few queries sent through e-mail by a shareholder (Name: Abhishek J.)

Chairman informed the members that pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Company provided remote e-voting facility to the members to cast their votes electronically in respect of the below mentioned items of business listed in the notice of the Forty Seventh AGM and the remote e-voting was completed on August 10, 2021 and informed that e-Voting at AGM will end fifteen minutes after the conclusion of the AGM.

1. Adoption of the Audited Financial Statements for the financial year ended 31st March 2021 and the reports of the Directors and Auditors.
2. Re-appointment of Ms. Shobhana Ramachandhran as Director who retires by rotation.

Chairman informed that based on Scrutinizer's report to be received after the e-voting at the AGM, the results about passing of resolutions will be announced within 48 hours and posted in Company's website www.tvnbrakelinings.com and also communicated to Stock Exchanges.

Chairman requested Mr. K S D Sambasivam, Independent Director to propose vote of thanks.

Mr. K S D Sambasivam thanked the Chairman, all Directors and Shareholders who made it convenient to attend this meeting.

Chairman declared the meeting as concluded.

The Meeting concluded at 10.15 AM. The e-voting at the AGM concluded at 10.30 AM



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PAN : AADCS4888E

Sec1/ 47th AGM
August 12, 2021

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, "G" Block Bandra Kurla Complex Bandra (East), Mumbai-400 051 Scrip Code: SUNDRMBRAK	BSE Limited Floor 25, P J Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 590072
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Dear Sir/Madam,

Sub: Submission of Voting Results along with the Scrutinizer's report for the 47th Annual General Meeting.

We enclose herewith the Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Voting Results in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 47th Annual General Meeting of the Company held on Wednesday, 11th August, 2021 through Video Conferencing ("VC")/Other Audit Visual Means ("OAVM")

This is for your information and records.

Thanking you,

Yours faithfully
for SUNDARAM BRAKE LININGS LIMITED

S. Ramabadrn
Chief Financial Officer & Company Secretary



MANUFACTURERS OF TVS BRAKE LININGS & CLUTCH FACINGS

Registered Office : Padi, Chennai - 600 050. India.

CIN : L34300TN1974PLC006703

V Suresh FCS

PCS • Insolvency Professional • Regd. Valuer of Financial Assets

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No.28, 1st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

Dated: 11.08.2021

To
The Chairman of the
Annual General Meeting
M/s. SUNDARAM BRAKE LININGS LIMITED,
Chennai.

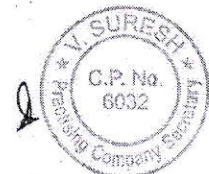
Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 47th Annual General Meeting of M/s. Sundaram Brake Linings Limited, held on Wednesday, August 11, 2021 at 10:01 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I, V Suresh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. Sundaram Brake Linings Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the notice dated May 22, 2021 issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8 April 2020, 13 April 2020, 5 May 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, for the 47th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, August 11, 2021 at 10:01 A.M through video conferencing ("VC") / other audio visual means ("OAVM").

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 22nd May 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated January 13, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 & January 15, 2021.



The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Financial Express" and in a vernacular newspaper "Dinamani" edition on 14th July, 2021.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 47th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Sunday, August 08, 2021 (9.00 A.M. IST) to Tuesday, August 10, 2021 (5.00 P.M. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. August 04, 2021 were entitled to vote on the resolutions (items no. 1 and 2 as set out in the notice of the 47th AGM of the Company.)

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. National Securities Depository Limited (NSDL) (i.e.) <https://www.evoting.nsdl.com> and remote e-voting at the AGM, was prepared.

The consolidated results are as follows:



Resolution No 1: Ordinary Resolution

Ordinary Business: Adoption of the audited standalone financial statements for the financial year ended March 31, 2021 together with the reports of the Board of Directors' and Auditors' thereon.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	25,40,015	75	25,40,012	99.99	2	3	0.01	-	-
Voting at AGM	2	1	2	100	-	-	-	-	-
TOTAL	25,40,017	76	25,40,014	99.99	2	3	0.01	-	-

Resolution No 2: Ordinary Resolution

Ordinary Business: Re-appointment of Ms. Shobhana Ramachandhran (DIN 00273837) as Director to retire by rotation.

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares	% of total number of valid votes cast	No. of folios	No. of Shares	% of total number of valid votes cast		
Remote E-voting	25,40,005	74	25,40,002	99.99	2	3	0.01	-	-
Voting at AGM	-	-	-	-	-	-	-	-	-
TOTAL	25,40,005	74	25,40,002	99.99	2	3	0.01	-	-

All the resolutions have been passed with requisite majority.

Thanking you,

Yours Faithfully,



V Suresh
Practising Company Secretary
CP No. 6032
UDIN: F002969C000769911



Voting Results of 47th AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date of the Annual General Meeting	August 11, 2021
Total No. of Shareholders as on Record Date	10,335
No. of Shareholders present in the Meeting either in person or through Proxy	0
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	51
Promoter and Promoter Group	19
Public	32

RESOLUTION 1:

Adoption of audited Financial Statements and the Reports of the Board and the Statutory auditors thereon for the financial year ended 31st March, 2021

Resolution Required						Ordinary		
Whether Promoter / Promoter Group are interested in the Resolution						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public - Institutions	E-voting	9	-	-	-	-	-	-
	Total	9	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,782	15,642	1.15	15,639	3	99.98	0.02
	Total	13,55,782	15,642	1.15	15,639	3	99.98	0.02
Total		39,34,575	25,40,017	64.56	25,40,014	3	99.99	0.01




RESOLUTION 2:

Re-appointment of Ms. Shobhana Ramachandhran, Director (DIN: 00273837) who retires by rotation.

Resolution Required						Ordinary		
Whether Promoter / Promoter Group are interested in the Resolution						Yes (However they are entitled to vote)		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
	Total	25,78,784	25,24,375	97.89	25,24,375	-	100.00	-
Public - Institutions	E-voting	9	-	-	-	-	-	-
	Total	9	-	-	-	-	-	-
Public - Non Institutions	E-voting	13,55,782	15,630	1.15	15,627	3	99.98	0.02
	Total	13,55,782	15,630	1.15	15,627	3	99.98	0.02
Total		39,34,575	25,40,005	64.56	25,40,002	3	99.99	0.01